

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	:	<b>Chapter 11</b>
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<b>SUNEDISON, INC., <i>et al.</i>,</b>	:	<b>Case No. 16-10992 (SMB)</b>
	:	
<b>Debtors.<sup>1</sup></b>	:	<b>Jointly Administered</b>
	:	

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**ORDER TO SHOW CAUSE SCHEDULING HEARING ON SHORTENED NOTICE  
FOR THE DEBTORS' MOTION FOR ORDER PURSUANT TO BANKRUPTCY CODE  
SECTIONS 105(a), 363(b), 363(f), 363(m), 1107, AND 1108 AND BANKRUPTCY RULES  
2002, 6004, 9006, AND 9019 AUTHORIZING AND APPROVING ENTRY INTO  
COMMITMENT LETTER FOR CERTAIN PROJECT SALES AND GRANTING  
RELEASES IN CONNECTION THEREWITH**

Upon the motion (the “Motion”)<sup>2</sup> of the Debtors for an Order, pursuant to sections 105(a), 363(b), 363(f), 363(m), 1107, and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 6004, 9006, and 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (i) authorizing the Company to sell or transfer its interests in the 104MW renewable energy project located in North Dakota known as Sunflower to Novatus Project Holdings I, LLC (“Novatus Holdings”) in accordance with that certain Commitment Letter, dated as of May 19, 2016 (the “Commitment Letter”), by and between

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number are as follows: SunEdison, Inc. (5767); SunEdison DG, LLC (N/A); SUNE Wind Holdings, Inc. (2144); SUNE Hawaii Solar Holdings, LLC (0994); First Wind Solar Portfolio, LLC (5014); First Wind California Holdings, LLC (7697); SunEdison Holdings Corporation (8669); SunEdison Utility Holdings, Inc. (6443); SunEdison International, Inc. (4551); SUNE ML 1, LLC (3132); MEMC Pasadena, Inc. (5238); Solaicx (1969); SunEdison Contracting, LLC (3819); NVT, LLC (5370); NVT Licenses, LLC (5445); Team-Solar, Inc. (7782); SunEdison Canada, LLC (6287); Enflex Corporation (5515); Fotowatio Renewable Ventures, Inc. (1788); Silver Ridge Power Holdings, LLC (5886); SunEdison International, LLC (1567); Sun Edison LLC (1450); SunEdison Products Singapore Pte. Ltd. (7373); SunEdison Residential Services, LLC (5787); PVT Solar, Inc. (3308); SEV Merger Sub Inc. (N/A). The address of the Debtors’ corporate headquarters is 13736 Riverport Dr., Maryland Heights, Missouri 63043.

<sup>2</sup> Capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

SUNE and Novatus Holdings, free and clear of all liens, claims, interests and encumbrances (collectively, the “Liens”) with such Liens attaching to the proceeds with the same validity, extent, and priority as had attached to the assets immediately prior to the sale or transfer; (ii) granting to Novatus Holdings the exclusive right to enter into one or more agreements to purchase the Remaining Projects for a limited period of time and subject to conditions set forth in the Commitment Letter (including higher and better offers); and (iii) approving the release of all causes of action against Novatus Holdings and its affiliates (including, without limitation, Terra Nova Renewable Partners, LLC) and their respective members, partners, limited partners, equityholders, managers, officers, directors, employees, principals, attorneys-in-fact, agents, and duly authorized representatives solely with respect to the transactions consummated under or contemplated by the MIPSAs; and upon the Ivester Declaration, First Day Declaration, and Derrick Declaration; and it appearing that consideration of the Motion on an expedited basis is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and other parties in interest; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED that:**

1. The Motion shall be heard at the hearing scheduled for **June 2, 2016 at 10:30 a.m. (Prevailing Eastern Time)** (the “Hearing”) before the Honorable Stuart M. Bernstein at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004, Courtroom 723.
2. Notice of the Hearing on the Motion shall be given by serving a copy of this Order to Show Cause, the Motion, and the Ivester Declaration via facsimile, email, overnight mail, or hand delivery, on or before **May 20<sup>th</sup>, 2016 at 5:00 p.m. (Prevailing Eastern Time)**,

on the Notice Parties set forth in the Motion, which service shall constitute good and sufficient notice thereof.

3. Objections to the Motion, if any, may be raised at the Hearing.

4. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order to Show Cause.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order to Show Cause.

**Dated: New York, New York**

**May 20<sup>th</sup>, 2016**

**/s/ STUART M. BERNSTEIN**  
**HONORABLE STUART M. BERNSTEIN**